

CANO PETROLEUM, INC

Form 10-K/A

July 06, 2009

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON D.C. 20549

FORM 10-K/A

Amendment No. 2

**x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

For the fiscal year ended: June 30, 2008

OR

**o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

COMMISSION FILE NUMBER: 001-32496

CANO PETROLEUM, INC.

(Exact name of Registrant as specified in its charter)

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Delaware

(State or other jurisdiction of incorporation)

77-0635673

(I.R.S. Employer Identification Number)

801 Cherry St., Suite 3200

Fort Worth, Texas

(Address of principal executive office)

76102

(Zip Code)

Registrant's telephone number, including area code: (817) 698-0900

Securities registered pursuant to Section 12(b) of the Exchange Act:

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Title of Each Class:
COMMON STOCK, PAR VALUE
\$.0001 PER SHARE

Name of Each exchange on which Registered:
NYSE AMEX

Securities registered pursuant to Section 12(g) of the Exchange Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.504 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The aggregate market value of the voting and non-voting common equity of the registrant held by non-affiliates, computed by reference to the closing sales price of such stock, as of December 31, 2007 was approximately \$189,500,000. (For purposes of determination of the aggregate market value, only directors, executive officers and 10% or greater stockholders have been deemed affiliates.)

The number of shares outstanding of the registrant's common stock, par value \$.0001, as of July 1, 2009 was 45,596,068 shares.

DOCUMENTS INCORPORATED BY REFERENCE

NONE

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Explanatory Note about the Report

Edgar Filing: CANO PETROLEUM, INC - Form 10-K/A

Cano Petroleum, Inc. (together with its direct and indirect subsidiaries, Cano, we, us, or the Company) is filing this Amendment No. 2 on Form 10-K/A (this Amendment) to its Annual Report on Form 10-K for the fiscal year ended June 30, 2008, originally filed on September 11, 2008, as amended by Amendment No. 1 on Form 10-K/A filed on October 28, 2009, for the purpose of filing Exhibits 10.96 through 10.126 to be included as part of the exhibits under Item 15 of Part IV of the Annual Report on Form 10-K. In addition, we are also including as exhibits to this Amendment the certifications required under Section 302 of the Sarbanes-Oxley Act of 2002. Because no financial statements are contained within this Amendment, we are not including certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. Except as set forth herein, no other changes are made to our Annual Report on Form 10-K for the fiscal year ended June 30, 2008, as amended.

PART IV

ITEM 15. Exhibits, Financial Statement Schedules.

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(a)(3) The exhibits required to be filed by this Item 15 are set forth in the Index to Exhibits accompanying this report.

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SIGNATURES

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Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Form 10-K/A to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: July 6, 2009

By:

/s/ S. Jeffrey Johnson
S. Jeffrey Johnson
Chief Executive Officer

Date: July 6, 2009

By:

/s/ Benjamin Daitch
Benjamin Daitch
Senior Vice President and Chief Financial Officer

Date: July 6, 2009

By:

/s/ Michael J. Ricketts
Michael J. Ricketts
Vice President and Chief Accounting Officer

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INDEX TO EXHIBITS

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Exhibit Number	Description
2.1	Agreement and Plan of Merger made as of the 26th day of May 2004, by and among Huron Ventures, Inc., Davenport Acquisition Corp., Davenport Field Unit Inc., the shareholders of Davenport Field Unit Inc., Cano Energy Corporation and Big Sky Management Ltd., incorporated by reference from Exhibit 99.1 to Current Report on Form 8-K, filed on June 8, 2004.
2.2+	Management Stock Pool Agreement dated May 28, 2004, incorporated by reference from Exhibit 2.2 to Current Report on Form 8-K/A, filed on August 11, 2004.
2.3+	Investment Escrow Agreement dated May 28, 2004, incorporated by reference from Exhibit 2.3 to Current Report on Form 8-K/A, filed on August 11, 2004.
2.4	Stock Purchase Agreement dated June 30, 2004, by and between Cano Petroleum, Inc., as Buyer, and Jerry D. Downey and Karen S. Downey, as Sellers, incorporated by reference from Exhibit 99.1 to Current Report on Form 8-K, filed on July 15, 2004.
2.5	Purchase and Sale Agreement, dated August 16, 2004, by and between Cano Energy Corporation and Cano Petroleum, Inc., incorporated by reference from Exhibit 10.1 to Current Report on Form 8-K, filed on August 25, 2004.
2.6	Purchase and Sale Agreement, dated September 2, 2004, by and between Nowata Oil Properties LLC and Cano Petroleum, Inc., incorporated by reference from Exhibit 10.1 to Current Report on Form 8-K, filed on September 20, 2004.
2.7	Purchase and Sale Agreement dated February 6, 2005 by and between Square One Energy, Inc. and Cano Petroleum, Inc., incorporated by reference from Exhibit 10.1 to Current Report on Form 8-K filed on March 7, 2005.
2.8	Stock Purchase Agreement by and among Cano Petroleum, Inc., W. O. Energy of Nevada, Inc., Miles O Loughlin and Scott White dated November 29, 2005 (the schedule and exhibits have been omitted from this filing. An exhibit to the schedules and exhibits is contained in the Stock Purchase Agreement and the schedule and exhibits are available to the Securities and Exchange Commission upon request), incorporated by reference from Exhibit 2.1 to Current Report on Form 8-K filed on December 5, 2005.
2.9	Asset Purchase and Sale Agreement among Myriad Resources Corporation, Westland Energy Company and PAMTEX, a Texas general partnership composed of PAMTEX GP1 Ltd. and PAMTEX GP2 Ltd., as Sellers, and Cano Petroleum, Inc. as Buyer dated as of April 25, 2006 (The schedules and exhibits have been omitted from this filing. An exhibit to the schedules and exhibits is contained in the Asset Purchase and Sale Agreement and the schedules and exhibits are available to the Securities and Exchange Commission upon request), incorporated by reference from Exhibit 2.1 to Quarterly Report on Form 10-QSB filed on May 15, 2006.2.10Amendment No. One to Stock Purchase Agreement by and among Cano Petroleum, Inc., W.O. Energy of Nevada, Inc., Estate of Miles O Loughlin and Scott White dated May 13, 2006 incorporated by reference from Exhibit 2.1 to Current Report on Form 8-K filed on May 15, 2006.
2.11	Purchase and Sale Agreement by and among UHC New Mexico Corporation, as Seller, Cano Petro of New Mexico, Inc., as Buyer, and Cano Petroleum, Inc., for Certain Limited Purposes, dated March 30, 2007, incorporated by reference from Exhibit 2.1 to Current Report on Form 8-K filed on April 4, 2007. (The schedules and exhibits have been omitted from this filing. An exhibit to the schedules and exhibits is contained in the Purchase and Sale Agreement and the schedules and exhibits are available to the Securities and Exchange Commission upon request).
2.12	Agreement for Purchase and Sale among Ladder Companies, Inc. and Tri-Flow, Inc., as Seller, and Anadarko Minerals, Inc., as Buyer, dated June 11, 2007, incorporated by reference from Exhibit 2.1 to Current Report on Form 8-K filed on June 12, 2007. (The schedules and exhibits have been omitted from this filing. An exhibit to the schedules and exhibits is contained in the Agreement for Purchase and Sale and the schedules and exhibits are available to the Securities and Exchange Commission upon request).
3.1	Certificate of Incorporation, incorporated by reference from Exhibit 3.1 to the Company's registration statement on Form 10-SB (File No. 000-50386), filed on September 4, 2003.
3.2	Certificate of Ownership, amending the Company's Certificate of Incorporation, incorporated by reference from Exhibit 3.2 to the Company's Annual Report on Form 10-KSB filed on September 23, 2004.
3.3	First Amended and Restated Bylaws, incorporated by reference from Exhibit 3.1 to the Current Report on Form 8-K filed on December 7, 2007.
3.4	Designation for Series A Convertible Preferred Stock, included in the Company's Certificate of Incorporation, incorporated by reference from Exhibit 3.1 to the Company's registration statement on Form 10-SB (File No. 000-50386), filed on September 4, 2003.

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Exhibit Number	Description
3.5	Certificate of Designation for Series B Convertible Preferred Stock, incorporated by reference from Exhibit 99.2 to Current Report Form 8-K, filed on June 8, 2004.
3.6	Certificate of Designation for Series C Convertible Preferred Stock, incorporated by reference from Exhibit 99.2 to Current Report Form 8-K, filed with the Securities and Exchange Commission on July 15, 2004.
3.7	Certificate of Designation for Series D Convertible Preferred Stock incorporated by reference from Exhibit 3.1 to Current Report on Form 8-K, filed on September 7, 2006.
3.8	Certificate of Amendment to Certificate of Incorporation, incorporated by reference from Exhibit 3.1 to Current Report on Form 8-K, filed on January 23, 2007.
3.9	Articles of Incorporation of Square One Energy, Inc., incorporated by reference from Exhibit 3.9 to the Registration Statement on Form S-3 (No. 333-148053) filed on December 13, 2007.
3.10	Bylaws of Square One Energy, Inc., incorporated by reference from Exhibit 3.10 to the Registration Statement on Form S-3 (No. 333-148053) filed on December 13, 2007.
3.11	Certificate of Incorporation of Ladder Companies, Inc., incorporated by reference from Exhibit 3.11 to the Registration Statement on Form S-3 (No. 333-148053) filed on December 13, 2007.
3.12	Bylaws of Ladder Companies, Inc., incorporated by reference from Exhibit 3.12 to the Registration Statement on Form S-3 (No. 333-148053) filed on December 13, 2007.
3.13	Articles of Incorporation of W.O. Energy of Nevada, Inc., incorporated by reference from Exhibit 3.13 to the Registration Statement on Form S-3 (No. 333-148053) filed on December 13, 2007.
3.14	Bylaws of W.O. Energy of Nevada, Inc., incorporated by reference from Exhibit 3.14 to the Registration Statement on Form S-3 (No. 333-148053) filed on December 13, 2007.
3.15	Articles of Incorporation of WO Energy, Inc., incorporated by reference from Exhibit 3.15 to the Registration Statement on Form S-3 (No. 333-148053) filed on December 13, 2007.
3.16	Bylaws of WO Energy, Inc., incorporated by reference from Exhibit 3.16 to the Registration Statement on Form S-3 (No. 333-148053) filed on December 13, 2007.
3.17	Certificate of Formation of Pantwist, LLC, incorporated by reference from Exhibit 3.17 to the Registration Statement on Form S-3 (No. 333-148053) filed on December 13, 2007.
3.18	Company Agreement of Pantwist, LLC, incorporated by reference from Exhibit 3.18 to the Registration Statement on Form S-3 (No. 333-148053) filed on December 13, 2007.
3.19	Certificate of Formation of Cano Petro of New Mexico, Inc., incorporated by reference from Exhibit 3.19 to the Registration Statement on Form S-3 (No. 333-148053) filed on December 13, 2007.
3.20	Bylaws of Cano Petro of New Mexico, Inc., incorporated by reference from Exhibit 3.20 to the Registration Statement on Form S-3 (No. 333-148053) filed on December 13, 2007.
3.21	Certificate of Limited Partnership of W.O. Operating Company, Ltd., incorporated by reference from Exhibit 3.21 to the Registration Statement on Form S-3 (No. 333-148053) filed on December 13, 2007.
3.22	Agreement of Limited Partnership of W.O. Operating Company, Ltd., incorporated by reference from Exhibit 3.22 to the Registration Statement on Form S-3 (No. 333-148053) filed on December 13, 2007.
3.23	Certificate of Limited Partnership of W.O. Production Company, Ltd., incorporated by reference from Exhibit 3.23 to the Registration Statement on Form S-3 (No. 333-148053) filed on December 13, 2007.
3.24	Agreement of Limited Partnership of W.O. Production Company, Ltd., incorporated by reference from Exhibit 3.24 to the Registration Statement on Form S-3 (No. 333-148053) filed on December 13, 2007.
3.25	Certificate of Amendment to the Certificate of Limited Partnership of W.O. Production Company, Ltd., incorporated by reference from Exhibit 3.1 to the Quarterly Report on Form 10-Q filed on May 8, 2008.
3.26	Certificate of Amendment to the Certificate of Limited Partnership of W.O. Operating Company, Ltd., incorporated by reference from Exhibit 3.2 to the Quarterly Report on Form 10-Q filed on May 8, 2008.4.1Registration Rights Agreement dated August 25, 2006 by and among Cano Petroleum, Inc. and the Buyers listed therein, incorporated by reference from Exhibit 4.1 to Amendment to Current Report on Form 8-K/A filed on August 31, 2006.
4.2	Registration Rights Agreement dated November 2, 2007 by and among Cano Petroleum, Inc. and the Buyers listed therein, incorporated by reference from Exhibit 4.1 to the Current Report on Form 8-K filed on November 6, 2007.
4.3	Form of Common Stock certificate, incorporated by reference from Exhibit 4.9 to the Registration Statement on Form S-3 (No. 333-148053) filed on December 13, 2007.
10.1+	Stock Option Agreement dated December 16, 2004 between Cano Petroleum, Inc. and Gerald W. Haddock, incorporated by reference from Exhibit 10.1 to Current Report on Form 8-K filed on December 16, 2004.
10.2+	2005 Directors Stock Option Plan, incorporated by reference from Exhibit 10.1 to Current Report on Form 8-K filed on June 28, 2005.

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Exhibit Number	Description
10.3	Credit Agreement among Cano Petroleum, Inc., as Borrower, The Lenders Party Hereto From Time to Time, as Lenders, and Union Bank of California, N.A., as Administrative Agent and as issuing Lender, dated November 29, 2005, incorporated by reference from Exhibit 10.1 to Current Report on Form 8-K filed on December 5, 2005.
10.4	Guaranty Agreement by and among Ladder Companies, Inc., Square One Energy, Inc., W.O. Energy of Nevada, Inc., W.O. Energy, Inc., W.O. Operating Company, Ltd. and W.O. Production Company, Ltd. in favor of Union Bank of California, N.A., as Administrative Agent, dated November 29, 2005, incorporated by reference from Exhibit 10.3 to the Current Report on Form 8-K filed on December 5, 2005.
10.5	Escrow Agreement by and among Cano Petroleum, Inc., Miles O Loughlin, Scott White and The Bank of New York Trust Company, N.A., as Escrow Agent, dated November 29, 2005, incorporated by reference from Exhibit 10.5 to the Current Report on Form 8-K filed on December 5, 2005.
10.6	Amended and Restated Escrow Agreement dated as of June 18, 2007 by and among Cano Petroleum, Inc., the Estate of Miles O Loughlin and Scott White, and The Bank of New York Trust Company, N.A., incorporated by reference from Exhibit 10.1 to the Current Report on Form 8-K filed on June 21, 2007.
10.7	Pledge Agreement by and among Cano Petroleum, Inc., W. O. Energy of Nevada, Inc. and W O Energy, Inc. in favor of Union Bank of California, N.A., as Administrative Agent, dated November 29, 2005, incorporated by reference from Exhibit 10.6 to the Current Report on Form 8-K dated on December 5, 2005.
10.8	Security Agreement by and among Cano Petroleum, Inc., Ladder Companies Inc., Square One Energy, Inc., W. O. Energy of Nevada, Inc., W O Energy, Inc., W. O. Operating Company, Ltd. and W. O. Petroleum, Ltd., in favor of Union Bank of California N.A. as Administrative Agent, dated November 29, 2005, incorporated by reference from Exhibit 10.7 to the Current Report on Form 8-K filed on December 5, 2005.
10.9+	Cano Petroleum, Inc. 2005 Long-Term Incentive Plan dated December 7, 2005, incorporated by reference from Exhibit 10.1 to the Current Report on Form 8-K filed on December 9, 2005.10.10+Form of Stock Option Agreement (December 2005), incorporated by reference from Exhibit 10.1 to the Current Report on Form 8-K filed on December 19, 2005.
10.11+	Employment Agreement between Cano Petroleum, Inc. and S. Jeffrey Johnson dated effective January 1, 2006, incorporated by reference from Exhibit 10.1 to the Current Report on Form 8-K filed on January 19, 2006.
10.12	Gas Purchase Contract between W. O. Operating Company, Ltd. and Duke Field Services L.P. dated November 1, 2003, incorporated by reference from Exhibit 10.19 to the Quarterly Report on Form 10-QSB filed on February 14, 2005.
10.13	Gas Purchase Contract by and between W. O. Operating Company Limited, as Seller, and ONEOK Texas Field Services LP, as Buyer, dated January 1, 2005, incorporated by reference from Exhibit 10.20 to the Quarterly Report on Form 10-QSB filed on February 14, 2005.
10.14	Amendment No. 1 dated February 24, 2006 to the \$100,000,000 Credit Agreement among Cano Petroleum, Inc., as Borrower, The Lenders Party Hereto From Time to Time as Lenders and Union Bank of California, N.A., as Administrative Agent and as Issuing Lender dated November 29, 2005 incorporated by reference from Exhibit 10.1 to Current Report on Form 8-K filed on March 1, 2006.
10.15	Amendment No. 2, Assignment and Agreement dated as of April 28, 2006 among Cano Petroleum, Inc., Square One Energy, Inc., Ladder Companies, Inc., W.O. Energy of Nevada, Inc., WO Energy, Inc., W.O. Operating Company, Ltd., W.O. Production Company, Ltd., Pantwist, LLC, the Lenders and Union Bank of California, N.A., as Administrative Agent and as Issuing Lender, incorporated by reference from Exhibit 10.7 to Quarterly Report on Form 10-QSB filed on May 15, 2006.
10.16	Supplement No. 1 dated as of April 28, 2006 to the Guaranty Agreement dated as of November 29, 2005, by Pantwist, LLC in favor of Union Bank of California, as Administrative Agent, incorporated by reference from Exhibit 10.9 to Quarterly Report on Form 10-QSB filed May 15, 2006.
10.17	Supplement No. 1 dated as of April 28, 2006 to the Pledge Agreement dated as of November 29, 2005, by Cano Petroleum, Inc., W.O. Energy of Nevada, Inc. and WO Energy, Inc. in favor of Union Bank of California, N.A., as Collateral Trustee, incorporated by reference from Exhibit 10.11 to Quarterly Report Form 10-QSB filed on May 15, 2006.
10.18	Supplement No. 1 dated as of April 28, 2006 to the Security Agreement dated as of November 29, 2005, by Pantwist, LLC in favor of Union Bank of California, N.A., as Collateral Trustee, incorporated by reference from Exhibit 10.12 to Quarterly Report on Form 10-QSB filed on May 15, 2006.

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Exhibit Number	Description
10.19	Amendment No. 3 to Credit Agreement among Cano Petroleum, Inc., a Borrower, Square One Energy, Inc., Ladder Companies, Inc., W.O. Energy of Nevada, Inc., WO Energy, Inc. Pantwist, LLC, W.O. Operating Company, Ltd., W.O. Production Company, Ltd., Union Bank of California, N.A. and Natexis Banques Populaires dated May 12, 2006 and effective as of March 31, 2006, incorporated by reference from Exhibit 10.1 to Current Report on Form 8-K filed on May 15, 2006.
10.20+	Employment Agreement of Morris B. Smith effective June 1, 2006, incorporated by reference from Exhibit 10.1 on Current Report on Form 8-K filed on June 6, 2006.10.21+Employee Restricted Stock Award Agreement of Morris B. Smith effective June 1, 2006, incorporated by reference from Exhibit 10.5 on Current Report Form 8-K filed on June 6, 2006.
10.22+	Employment Agreement of Patrick McKinney effective June 1, 2006, incorporated by reference from Exhibit 10.1 to Current Report on Form 8-K filed on November 9, 2006.
10.23+	First Amendment to Employment Agreement of Patrick McKinney dated November 9, 2006, incorporated by reference from Exhibit 10.2 to Current Report on Form 8-K filed on November 9, 2006.
10.24+	Restricted Stock Award Agreement of Patrick McKinney dated June 1, 2006 incorporated by reference from Exhibit 10.3 to Current Report on Form 8-K filed on November 9, 2006.
10.25	Amendment No. 4 to Credit Agreement among Cano Petroleum, Inc., as Borrower, Square One Energy, Inc., Ladder Companies, Inc., W.O. Energy of Nevada, Inc., WO Energy, Inc., Pantwist, LLC, W.O. Operating Company, Ltd., W.O. Production Company, Ltd., Union Bank of California, N.A. and Natexis Banques Populaires dated June 30, 2006, incorporated by reference from Exhibit 10.1 to Current Report on Form 8-K filed on June 7, 2006.
10.26+	Employment Agreement of Michael J. Ricketts effective July 1, 2006, incorporated by reference from Exhibit 10.1 to Current Report on Form 8-K filed on August 17, 2006.
10.27+	Employee Restricted Stock Award Agreement of Morris B Smith dated August 11, 2006, incorporated by reference from Exhibit 10.2 to Current Report on Form 8-K filed on August 17, 2006.
10.28	Securities Purchase Agreement dated August 25, 2006 by and among Cano Petroleum, Inc. and the Buyers listed therein, incorporated by reference from Exhibit 10.1 to Amendment to Current Report on Form 8-K/A filed on August 31, 2006.
10.29+	Amendment No. One dated December 28, 2006 to the Cano Petroleum, Inc. 2005 Long-Term Incentive Plan, incorporated by reference from Exhibit 10.1 to Current Report on Form 8-K filed on January 4, 2007.
10.30+	Stock Option Agreement dated December 28, 2006 by and between Cano Petroleum, Inc. and S. Jeffrey Johnson, incorporated by reference from Exhibit 10.2 to Current Report on Form 8-K filed on January 4, 2007.
10.31+	Stock Option Agreement dated December 28, 2006 by and between Cano Petroleum, Inc. and Morris B. Smith, incorporated by reference from Exhibit 10.3 to Current Report on Form 8-K filed on January 4, 2007.
10.32+	Stock Option Agreement dated December 28, 2006 by and between Cano Petroleum, Inc. and Patrick McKinney, incorporated by reference from Exhibit 10.4 to Current Report on Form 8-K filed on January 4, 2007.
10.33+	Stock Option Agreement dated December 28, 2006 by and between Cano Petroleum, Inc. and James K. Teringo, Jr., incorporated by reference from Exhibit 10.5 to Current Report on Form 8-K filed on January 4, 2007.
10.34+	Stock Option Agreement dated December 28, 2006 by and between Cano Petroleum, Inc. and Michael J. Ricketts, incorporated by reference from Exhibit 10.6 to Current Report Form 8-K filed on January 4, 2007.10.35+Stock Option Agreement of Gerald Haddock dated December 28, 2006, incorporated by reference from Exhibit 10.75 to Registration Statement on Form S-1 (333-126167) filed on January 23, 2007.
10.36+	Stock Option Agreement of Don Dent dated December 28, 2006, incorporated by reference from Exhibit 10.76 to Registration Statement on Form S-1 (333-126167) filed on January 23, 2007.
10.37+	Stock Option Agreement of Randall Boyd dated December 28, 2006, incorporated by reference from Exhibit 10.77 to Registration Statement on Form S-1 (333126167) filed on January 23, 2007.
10.38+	Stock Option Agreement of James Underwood dated December 28, 2006, incorporated by reference from Exhibit 10.78 to Registration Statement on Form S-1 (333-126167) filed on January 23, 2007.
10.39+	Stock Option Agreement of Patrick Tolbert dated December 28, 2006, incorporated by reference from Exhibit 10.79 to Registration Statement on Form S-1 (333-126167) filed on January 23, 2007.
10.40+	Stock Option Agreement of Dennis McCuistion dated December 28, 2006, incorporated by reference from Exhibit 10.80 to Registration Statement on Form S-1 (333-126167) filed on January 23, 2007.
10.41	Amendment No. 5 and Agreement dated as of March 6, 2007 by and among Cano Petroleum, Inc., Square One Energy, Inc., Ladder Companies, Inc., W.O. Energy of Nevada, Inc., WO Energy, Inc., Pantwist, LLC, Cano Petro of New Mexico, Inc., W.O. Operating Company, Ltd. and W.O. Production Company, Ltd., Union Bank of California, N.A., as Administrative Agent, Issuing Lender and Lender, and Natixis, incorporated by reference from Exhibit 10.1 to Current Report on Form 8-K filed on March 12, 2007.
10.42	Supplement No. 2 dated as of March 6, 2007 to the Security Agreement dated as of November 29, 2005, by Cano

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Exhibit Number	Description
	Petro of New Mexico, Inc. in favor of Union Bank of California, as Collateral Trustee, incorporated by reference from Exhibit 10.3 to Current Report on Form 8-K filed on March 12, 2007.
10.43	Supplement No. 2 dated as of March 6, 2007 to the Guaranty Agreement dated as of November 29, 2005, by Cano Petro of New Mexico, Inc. in favor of Union Bank of California, as Administrative Agent, incorporated by reference from Exhibit 10.2 to Current Report on Form 8-K filed on March 12, 2007.
10.44	Supplement No. 2 dated as of March 6, 2007 to the Pledge Agreement dated as of November 29, 2005, by Cano Petroleum, Inc., W.O. Energy of Nevada, Inc., and WO Energy, Inc. in favor of Union Bank of California, as Collateral Trustee, incorporated by reference from Exhibit 10.4 to Current Report on Form 8-K filed on March 12, 2007.
10.45	Assignment and Agreement dated as of March 7, 2007 by and among Cano Petroleum, Inc., Square One Energy, Inc., Ladder Companies, Inc., W.O. Energy of Nevada, Inc., WO Energy, Inc., Pantwist, LLC, Cano Petro of New Mexico, Inc., W.O. Operating Company, Ltd. and W.O. Production Company, Ltd., Union Bank of California, N.A., as Administrative Agent, Issuing Lender and Lender, and Natixis, incorporated by reference from Exhibit 10.5 to Current Report on Form 8-K filed on March 12, 2007.10.46+Stock Option Agreement of William O. Powell, dated April 4, 2007, incorporated by reference from Exhibit 10.7 to Quarterly Report on Form 10-Q filed on May 12, 2007.
10.47+	Stock Option Agreement of Robert L. Gaudin, dated April 4, 2007, incorporated by reference from Exhibit 10.8 to Quarterly Report on Form 10-Q filed on May 12, 2007.
10.48+	Stock Option Agreement of Donald W. Niemiec, dated April 4, 2007, incorporated by reference from Exhibit 10.9 to Quarterly Report on Form 10-Q filed on May 12, 2007.
10.49	Settlement Agreement and Release dated February 9, 2007 by and among Mid-Continent Casualty Company, Cano Petroleum, Inc., W.O. Energy of Nevada, Inc., W.O. Operating Company, Ltd. and W.O. Energy, Inc., incorporated by reference from Exhibit 10.1 to Registration Statement on Form S-3 (SEC No. 333-138003) filed on April 9, 2007.
10.50+	Separation Agreement, General Release and Covenant Not to Sue dated May 22, 2007 by and between Cano Petroleum, Inc. and James K. Teringo, Jr., incorporated by reference from Exhibit 10.1 to Current Report on Form 8-K filed on May 25, 2007.
10.51+	Form of Restricted Stock Award Agreement (July 2007), incorporated by reference from Exhibit 10.1 to Current Report on Form 8-K filed on July 2, 2007.
10.52+	Form of Nonqualified Stock Option Agreement (July 2007), incorporated by reference from Exhibit 10.2 to Current Report on Form 8-K filed on July 2, 2007.
10.53+	First Amendment to Employment Agreement of Morris B. Smith dated June 29, 2007, incorporated by reference from Exhibit 10.1 to Current Report on Form 8-K filed on July 3, 2007.
10.54+	Second Amendment to Employment Agreement of Patrick McKinney dated June 29, 2007, incorporated by reference from Exhibit 10.2 to Current Report on Form 8-K filed on July 3, 2007.
10.55+	First Amendment to Employment Agreement of Michael J. Ricketts dated June 29, 2007, incorporated by reference from Exhibit 10.3 to Current Report on Form 8-K filed on July 3, 2007.
10.56+	Form of Amendment to Restricted Stock Award Agreements (August 2007), incorporated by reference from Exhibit 10.96 to Annual Report on Form 10-K filed on September 11, 2007.
10.57+	Form of Restricted Stock Award Agreement (August 2007), incorporated by reference from Exhibit 10.97 to Annual Report on Form 10-K filed on September 11, 2007.
10.58	Amendment No. 6 dated as of August 13, 2007 by and among Cano Petroleum, Inc., Square One Energy, Inc., Ladder Companies, Inc., W.O. Energy of Nevada, Inc., WO Energy, Inc., Pantwist, LLC, Cano Petro of New Mexico, Inc., W.O. Operating Company, Ltd. and W.O. Production Company, Ltd., Union Bank of California, N.A., as Administrative Agent, Issuing Lender and Lender, and Natixis, incorporated by reference from Exhibit 10.98 to Annual Report on Form 10-K filed on September 11, 2007.10.59First Amendment to the Security Agreement dated as of July 9, 2007, by and among Cano Petroleum, Inc., Square One Energy, Inc., Ladder Companies, Inc., W.O. Energy of Nevada, Inc., WO Energy, Inc., Pantwist, LLC, Cano Petro of New Mexico, Inc., W.O. Operating Company, Ltd. and W.O. Production Company, Ltd. and Union Bank of California, N.A., as Senior Agent, incorporated by reference from Exhibit 10.99 to Annual Report on Form 10-K filed on September 11, 2007.
10.60	First Amendment to the Pledge Agreement dated as of July 9, 2007, by and among Cano Petroleum, Inc., W.O. Operating Company, Ltd. and W.O. Production Company, Ltd. and Union Bank of California, N.A., as Senior Agent, incorporated by reference from Exhibit 10.100 to Annual Report on Form 10-K filed on September 11, 2007.
10.61+	Audit Committee Chairman Compensation (June 2007), incorporated by reference from Exhibit 10.101 to Annual

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Exhibit Number	Description
	Report on Form 10-K filed on September 11, 2007.
10.62+	Summary of Acceleration of Vesting and Extension of Exercise Period for Stock Options for Resigning Directors (June 2007), incorporated by reference from Exhibit 10.102 to Annual Report on Form 10-K filed on September 11, 2007.
10.63+	Amendment dated June 29, 2007 to Stock Option Agreement of James Underwood dated December 15, 2005, incorporated by reference from Exhibit 10.103 to Annual Report on Form 10-K filed on September 11, 2007.
10.64+	Amendment dated June 29, 2007 to Stock Option Agreement of James Underwood dated December 28, 2006, incorporated by reference from Exhibit 10.104 to Annual Report on Form 10-K filed on September 11, 2007.
10.65	Amendment No. 7 dated as of September 7, 2007 by and among Cano Petroleum, Inc., Square One Energy, Inc., Ladder Companies, Inc., W.O. Energy of Nevada, Inc., WO Energy, Inc., Pantwist, LLC, Cano Petro of New Mexico, Inc., W.O. Operating Company, Ltd. and W.O. Production Company, Ltd., Union Bank of California, N.A., as Administrative Agent, Issuing Lender and Lender, and Natixis, incorporated by reference from Exhibit 10.1 to Current Report on Form 8-K filed on September 11, 2007, incorporated by reference from Exhibit 10.105 to Annual Report on Form 10-K filed on September 11, 2007.
10.66	Securities Purchase Agreement dated November 2, 2007 by and among Cano Petroleum, Inc. and the Buyers listed therein, incorporated by reference from Exhibit 10.1 to Current Report on Form 8-K filed on November 6, 2007.
10.67+	Sponsorship Agreement dated December 16, 2004 by and between R.C. Boyd Enterprises, LLC and Cano Petroleum, Inc., incorporated by reference from Exhibit 10.10 to Quarterly Report on Form 10-Q filed on November 7, 2007.
10.68+	First Amendment dated August 17, 2005 to Sponsorship Agreement by and between R.C. Boyd Enterprises, LLC and Cano Petroleum, Inc., incorporated by reference from Exhibit 10.11 to Quarterly Report on Form 10-Q filed on November 7, 2007.
10.69+	Second Amendment to the Sponsorship Agreement by and between R.C. Boyd Enterprises, LLC and Cano Petroleum, Inc., incorporated by reference from Exhibit 10.12 to Quarterly Report on Form 10-Q filed on November 7, 2007. 10.70+ Sponsorship Agreement dated December 5, 2007 by and between Cano Petroleum, Inc. and R.C. Boyd Enterprises, LLC, incorporated by reference from Exhibit 10.1 to the Registration Statement on Form S-3 (No. 333-148053) filed on December 13, 2007.
10.71	Amendment No. 8 and Agreement dated as of January 16, 2008 by and among Cano Petroleum, Inc., Square One Energy, Inc., Ladder Companies, Inc., W.O. Energy of Nevada, Inc., WO Energy, Inc., Pantwist, LLC, Cano Petro of New Mexico, Inc., W.O. Operating Company, Ltd. and W.O. Production Company, Ltd., Union Bank of California, N.A., as Administrative Agent, Issuing Lender and Lender and Natixis, incorporated by reference from Exhibit 10.3 to Quarterly Report on Form 10-Q filed on February 8, 2008.
10.72	Amendment dated January 2, 2008 to Stock Option Agreement of Donnie D. Dent dated December 15, 2005, incorporated by reference from Exhibit 10.4 to Quarterly Report on Form 10-Q filed on February 8, 2008.
10.73	Amendment dated January 2, 2008 to Stock Option Agreement of Donnie D. Dent dated December 28, 2006, incorporated by reference from Exhibit 10.5 to Quarterly Report on Form 10-Q filed on February 8, 2008.
10.74+	Board of Directors compensation effective January 1, 2008, incorporated by reference from Exhibit 10.6 to Quarterly Report on Form 10-Q filed on February 8, 2008.
10.75+	2008 Annual Incentive Plan, incorporated by reference from Exhibit 10.1 to the Current Report on Form 8-K filed on February 21, 2008.
10.76+	Summary of 2008 Cash Incentive Awards, incorporated by reference from Exhibit 10.2 to the Current Report on Form 8-K filed on February 21, 2008.
10.77+	Summary Sheet of Acceleration of Vesting and Extension of Exercise Period for Resigning Directors (February 14, 2008), incorporated by reference from Exhibit 10.5 to Quarterly Report on Form 10-Q filed on May 8, 2008.
10.78	\$25,000,000 Subordinated Credit Agreement among Cano Petroleum, Inc. as Borrower, the Lenders Party Hereto from Time to Time as Lenders, and UnionBanCal Equities, Inc. as Administrative Agent dated March 17, 2008, incorporated by reference from Exhibit 10.6 to Quarterly Report on Form 10-Q filed on May 8, 2008.
10.79	Subordinated Security Agreement dated as of March 17, 2008 by and among Cano Petroleum, Inc., Ladder Companies, Inc., Square One Energy, Inc., WO Energy, Inc., W.O. Energy of Nevada, Inc., Cano Petro of New Mexico, Inc., Pantwist, LLC, W.O. Operating Company, Ltd., W.O. Production Company, Ltd., and UnionBanCal Equities, Inc. as Administrative Agent, incorporated by reference from Exhibit 10.7 to Quarterly Report on Form 10-Q filed on May 8, 2008.
10.80	Subordinated Pledge Agreement dated as of March 17, 2008 by and among Cano Petroleum, Inc., WO Energy, Inc., W.O. Energy of Nevada, Inc. and UnionBanCal Equities, Inc. as Administrative Agent, incorporated

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Exhibit Number	Description
	by reference from Exhibit 10.8 to Quarterly Report on Form 10-Q filed on May 8, 2008.
10.81	Subordinated Guaranty Agreement dated as of March 17, 2008 by Ladder Companies, Inc., Square One Energy, Inc., WO Energy, Inc., W.O. Energy of Nevada, Inc., Cano Petro of New Mexico, Inc., Pantwist, LLC, W.O. Operating Company, Ltd., and W.O. Production Company, Ltd., in favor of UnionBanCal Equities, Inc. as Administrative Agent, incorporated by reference from Exhibit 10.9 to Quarterly Report on Form 10-Q filed on May 8, 2008.
10.82	Amendment No. 9 and Agreement dated as of March 17, 2008 by and among Cano Petroleum, Inc., Ladder Companies, Inc., Square One Energy, Inc., WO Energy, Inc., W.O. Energy of Nevada, Inc., Cano Petro of New Mexico, Inc., Pantwist, LLC, W.O. Operating Company, Ltd., W.O. Production Company, Ltd., Union Bank of California, N.A. and Natixis, incorporated by reference from Exhibit 10.10 to Quarterly Report on Form 10-Q filed on May 8, 2008.
10.83	Consent Agreement dated as of February 21, 2008 by and among Cano Petroleum, Inc., Ladder Companies, Inc., Square One Energy, Inc., WO Energy, Inc., W.O. Energy of Nevada, Inc., Cano Petro of New Mexico, Inc., Pantwist, LLC, W.O. Operating Company, Ltd., W.O. Production Company, Ltd., Union Bank of California, N.A. and Natixis, incorporated by reference from Exhibit 10.11 to Quarterly Report on Form 10-Q filed on May 8, 2008.
10.84+	First Amendment to Employment Agreement of S. Jeffrey Johnson dated May 31, 2008, incorporated by reference from Exhibit 10.84 to Annual Report on Form 10-K filed on September 11, 2008.
10.85+	Second Amendment to Employment Agreement of Morris B. Smith dated May 31, 2008, incorporated by reference from Exhibit 10.85 to Annual Report on Form 10-K filed on September 11, 2008.
10.86+	Third Amendment to Employment Agreement of Patrick McKinney dated May 31, 2008, incorporated by reference from Exhibit 10.86 to Annual Report on Form 10-K filed on September 11, 2008.
10.87+	Fourth Amendment to Employment Agreement of Michael J. Ricketts dated May 31, 2008, incorporated by reference from Exhibit 10.87 to Annual Report on Form 10-K filed on September 11, 2008.
10.88+	Employment Agreement of Phillip Feiner dated May 31, 2008, incorporated by reference from Exhibit 10.88 to Annual Report on Form 10-K filed on September 11, 2008.
10.89+	Employment Agreement of Benjamin Daitch dated June 23, 2008, incorporated by reference from Exhibit 10.1 to Current Report on Form 8-K filed on June 24, 2008.
10.90+	Restricted Stock Agreement of Benjamin Daitch dated June 23, 2008, incorporated by reference from Exhibit 10.2 to Current Report on Form 8-K filed on June 24, 2008.
10.91	Amendment No. 10 dated as of June 10, 2008 by and among Cano Petroleum, Inc., Ladder Companies, Inc., Square One Energy, Inc., WO Energy, Inc., W.O. Energy of Nevada, Inc., Cano Petro of New Mexico, Inc., Pantwist, LLC, W.O. Operating Company, Ltd., W.O. Production Company, Ltd., Union Bank of California, N.A. and Natixis, incorporated by reference from Exhibit 10.91 to Annual Report on Form 10-K filed on September 11, 2008.
10.92	Consent and Amendment No. 11 dated as of June 27, 2008 by and among Cano Petroleum, Inc., Ladder Companies, Inc., Square One Energy, Inc., WO Energy, Inc., W.O. Energy of Nevada, Inc., Cano Petro of New Mexico, Inc., Pantwist, LLC, W.O. Operating Company, Ltd., W.O. Production Company, Ltd., Union Bank of California, N.A. and Natixis, incorporated by reference from Exhibit 10.92 to Annual Report on Form 10-K filed on September 11, 2008.
10.93	Amendment No. 12 and Agreement dated effective June 30, 2008 by and among Cano Petroleum, Inc., Ladder Companies, Inc., Square One Energy, Inc., WO Energy, Inc., W.O. Energy of Nevada, Inc., Cano Petro of New Mexico, Inc., Pantwist, LLC, W.O. Operating Company, Ltd., W.O. Production Company, Ltd., Union Bank of California, N.A. and Natixis. 10.94* Consent and Amendment No. 1 by among Cano Petroleum, Inc., Ladder Companies, Inc., Square One Energy, Inc., WO Energy, Inc., W.O. Energy of Nevada, Inc., Cano Petro of New Mexico, Inc., Pantwist, LLC, W.O. Operating Company, Ltd., W.O. Production Company, Ltd., and UnionBanCal Equities, Inc. as Administrative Agent dated as of June 27, 2008, incorporated by reference from Exhibit 10.93 to Annual Report on Form 10-K filed on September 11, 2008.
10.95	Amendment No. 2 by among Cano Petroleum, Inc., Ladder Companies, Inc., Square One Energy, Inc., WO Energy, Inc., W.O. Energy of Nevada, Inc., Cano Petro of New Mexico, Inc., Pantwist, LLC, W.O. Operating Company, Ltd., W.O. Production Company, Ltd., and UnionBanCal Equities, Inc. as Administrative Agent dated effective June 30, 2008, incorporated by reference from Exhibit 10.95 to Annual Report on Form 10-K filed on September 11, 2008.
10.96*	Diamond Shamrock Refining Company, L.P. Crude Oil Purchase Contract, dated as of August 6, 2001, by and between W.O. Operating Company, Ltd. and Diamond Shamrock Refining Company, L.P. (confidential treatment has been requested for this exhibit and confidential portions have been filed with the Securities and Exchange Commission).
10.97*	Amendment 11 to Valero # 01-0838, dated as of June 12, 2006, by and between W.O. Operating Company, Ltd.

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Exhibit Number	Description
	and Valero Marketing and Supply Company (confidential treatment has been requested for this exhibit and confidential portions have been filed with the Securities and Exchange Commission).
10.98*	Amendment 12 to Valero # 01-0838, dated as of August 23, 2006, by and between W.O. Operating Company, Ltd. and Valero Marketing and Supply Company.
10.99*	Amendment 13 to Valero # 01-0838, dated as of August 31, 2007, by and between W.O. Operating Company, Ltd. and Valero Marketing and Supply Company (confidential treatment has been requested for this exhibit and confidential portions have been filed with the Securities and Exchange Commission).
10.100*	Amendment 14 to Valero # 01-0838, dated as of January 25, 2008, by and between W.O. Operating Company, Ltd. and Valero Marketing and Supply Company (confidential treatment has been requested for this exhibit and confidential portions have been filed with the Securities and Exchange Commission).
10.101*	Amendment 15 to Valero # 01-0838, dated as of August 1, 2008, by and between W.O. Operating Company, Ltd. and Valero Marketing and Supply Company (confidential treatment has been requested for this exhibit and confidential portions have been filed with the Securities and Exchange Commission).
10.102*	Amendment 16 to Valero # 01-0838, dated as of April 3, 2009, by and between W.O. Operating Company, Ltd. and Valero Marketing and Supply Company.
10.103*	Amendment 17 to Valero # 01-0838, dated as of May 1, 2009, by and between W.O. Operating Company, Ltd. and Valero Marketing and Supply Company (confidential treatment has been requested for this exhibit and confidential portions have been filed with the Securities and Exchange Commission).
10.104*	Gas Purchase Agreement, dated as of April 1, 2007, by and between Eagle Rock Field Services, L.P. and W.O. Operating Company, Ltd. and Pantwist, LLC (confidential treatment has been requested for this exhibit and confidential portions have been filed with the Securities and Exchange Commission).
10.105*	Letter Regarding Gas Purchase Agreement dated April 1, 2007, Eagle Rock Contract (#50038 Schafer), dated as of March 25, 2009, by and between Eagle Rock Energy Partners and W.O. Operating Company, Ltd. (confidential treatment has been requested for this exhibit and confidential portions have been filed with the Securities and Exchange Commission).
10.106*	Letter Regarding Gas Purchase Agreement dated April 1, 2007, Eagle Rock Contract (#50038 Schafer), dated as of April 30, 2009, by and between Eagle Rock Energy Partners and W.O. Operating Company, Ltd.
10.107*	Summary of Oral Agreement for the Purchase of Crude Oil, by and between Ladder Energy Companies, Inc. and Coffeyville Resources Refinery and Marketing, LLC (confidential treatment has been requested for this exhibit and confidential portions have been filed with the Securities and Exchange Commission).
10.108*	Letter Regarding Crude Oil Purchase Agreement for Ladder Energy Operated Leases, dated as of January 15, 2009, by and between Ladder Energy Companies, Inc. and Coffeyville Resources Refinery and Marketing, LLC (confidential treatment has been requested for this exhibit and confidential portions have been filed with the Securities and Exchange Commission).
10.109*	Letter Regarding Crude Oil Purchase Agreement for Ladder Energy Operated Leases, dated as of February 11, 2009, by and between Ladder Energy Companies, Inc. and Coffeyville Resources Refinery and Marketing, LLC (confidential treatment has been requested for this exhibit and confidential portions have been filed with the Securities and Exchange Commission).
10.110*	Gas Purchase Contract, dated as of November 1, 2003, by and between W.O. Operating Company, Ltd. and Duke Energy Field Services, LP (confidential treatment has been requested for this exhibit and confidential portions have been filed with the Securities and Exchange Commission).
10.111*	Amendment to Gas Purchase Contract, dated as of August 1, 2005, by and between W.O. Operating Company, Ltd. and Duke Energy Field Services, LP.
10.112*	Amendment to Gas Purchase Contract, dated as of September 1, 2005, by and between W.O. Operating Company, Ltd. and Duke Energy Field Services, LP.
10.113*	Letter Regarding Gas Purchase Contract No. PAM058500*, Panhandle Area, dated as of May 21, 2009, by and between W.O. Operating Company, Ltd. and DCP Midstream.
10.114*	Letter Regarding Gas Purchase Contract No. BOR066300A, Panhandle Area, dated as of May 21, 2009, by and between W.O. Operating Company, Ltd. and DCP Midstream.
10.115*	Letter Regarding Gas Purchase Contract No. BOR067500B, Panhandle Area, dated as of May 21, 2009, by and between W.O. Operating Company, Ltd. and DCP Midstream.
10.116*	Letter Regarding Gas Purchase Contract No. BOR118000R, Panhandle Area, dated as of May 21, 2009, by and between W.O. Operating Company, Ltd. and DCP Midstream.
10.117*	Letter Regarding Gas Purchase Contract No. BOR118100*, Panhandle Area, dated as of May 21, 2009, by and between W.O. Operating Company, Ltd. and DCP Midstream.
10.118*	Letter Regarding Gas Purchase Contract No. BOR134200R, Panhandle Area, dated as of May 21, 2009, by and between W.O. Operating Company, Ltd. and DCP Midstream.

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- 10.119* Crude Oil Purchase Agreement Sunoco Reference No. 502606, dated as of February 1, 2000, by and between Sunoco, Inc. and Ladder Energy Companies, Inc. (confidential treatment has been requested for this exhibit and confidential portions have been filed with the Securities and Exchange Commission).
- 10.120* Letter of Amendment to the Crude Oil Purchase Agreement Sunoco Reference No. 502606, dated as of September 2, 2005, by and between Sunoco, Inc. and Ladder Energy Companies, Inc. (confidential treatment has been requested for this exhibit and confidential portions have been filed with the Securities and Exchange Commission).
- 10.121* Letter of Amendment to the Crude Oil Purchase Agreement Sunoco Reference No. 502606, dated as of September 26, 2006, by and between Sunoco, Inc. and Ladder Energy Companies, Inc. (confidential treatment has been requested for this exhibit and confidential portions have been filed with the Securities and Exchange Commission).
- 10.122* Letter of Amendment to the Crude Oil Purchase Agreement Sunoco Reference No. 502606, dated as of September 11, 2008, by and between Sunoco, Inc. and Ladder Energy Companies, Inc. (confidential treatment has been requested for this exhibit and confidential portions have been filed with the Securities and Exchange Commission).
- 10.123* Crude Oil Purchase Agreement Sunoco Reference No. 521329, dated as of March 1, 2004, by and between Sunoco, Inc. and Square One Energy, Inc. (confidential treatment has been requested for this exhibit and confidential portions have been filed with the Securities and Exchange Commission).
- 10.124* Letter of Amendment to the Crude Oil Purchase Agreement Sunoco Reference No. 521329, dated as of December 4, 2006, by and between Sunoco, Inc. and Square One Energy, Inc. (confidential treatment has been requested for this exhibit and confidential portions have been filed with the Securities and Exchange Commission).
- 10.125* Letter of Amendment to the Crude Oil Purchase Agreement Sunoco Reference No. 521329, dated as of February 16, 2009, by and between Sunoco, Inc. and Square One Energy, Inc. (confidential treatment has been requested

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Exhibit Number	Description
	for this exhibit and confidential portions have been filed with the Securities and Exchange Commission).
10.126*	Letter of Amendment to the Crude Oil Purchase Agreement Sunoco Reference No. 521329, dated as of April 2, 2009, by and between Sunoco, Inc. and Square One Energy, Inc. (confidential treatment has been requested for this exhibit and confidential portions have been filed with the Securities and Exchange Commission).
12.1	Ratio of Earnings to Fixed Charges, incorporated by reference from Exhibit 12.1 to Annual Report on Form 10-K filed on September 11, 2008.
21.1	Subsidiaries of the Company, incorporated by reference from Exhibit 21.1 to Annual Report on Form 10-K filed on September 11, 2008.
23.1	Consent of Hein & Associates LLP, incorporated by reference from Exhibit 23.1 to Annual Report on Form 10-K filed on September 11, 2008.
23.2	Consent of Miller & Lents, Ltd., Independent Petroleum Engineers, incorporated by reference from Exhibit 23.2 to Annual Report on Form 10-K filed on September 11, 2008.
23.3	Consent of Forrest A. Garb & Associates, Inc., Independent Petroleum Engineers, incorporated by reference from Exhibit 23.3 to Annual Report on Form 10-K filed on September 11, 2008.
24.1	Power of Attorney (included on the signature page to the Annual Report on Form 10-K filed on September 11, 2008).
31.1*	Certification by Chief Executive Officer, required by Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act, promulgated pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification by Chief Financial Officer, required by Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act, promulgated pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

* Filed herewith.

+ Management contract or compensatory plan, contract or arrangement.